

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
)	

**SUPPLEMENTAL DECLARATION OF LORENZO MARINUZZI REGARDING
THE TABULATION OF VOTES ON THE SECOND AMENDED JOINT
CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL CAPITAL, LLC,
ET AL. AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

I, Lorenzo Marinuzzi, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury:

1. I am a partner in the law firm of Morrison & Foerster LLP (“M&F”). M&F maintains offices for the practice of law, among other locations in the United States and worldwide, at 1290 Avenue of the Americas, New York, New York 10104. I am an attorney duly admitted to practice before this Court and the courts of the States of New York and New Jersey, and before the United States Court of Appeals for the Second Circuit. By this Court’s Order entered on July 16, 2012, M&F was retained as counsel to Residential Capital, LLC and its affiliated debtors and debtors-in-possession (the “Debtors”).

2. I submit this supplemental declaration (the “Declaration”) with respect to the *Second Amended Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors*, which was originally filed on December 3, 2013 [Docket No. 5993] and was amended on December 6, 2013 [Docket No. 6036] (as may be further amended, modified, or supplemented, the “Second Amended Plan”).¹ Except as otherwise indicated, all facts set forth herein are based upon my personal knowledge or my review of

¹ Capitalized terms not defined herein have the meanings ascribed to such terms in the Second Amended Plan.

relevant documents. If I were called upon to testify, I could and would testify competently as to the facts set forth herein.

3. This Declaration is filed to report the modification to the voting results on the Second Amended Plan as a result of the settlement reached among the Plan Proponents and certain of the Junior Secured Noteholders, the Ad Hoc Group, the Junior Secured Notes Indenture Trustee, and the Junior Secured Notes Collateral Agent (each as defined in the Plan) (the “JSN Settlement”). The material terms of the JSN Settlement are embodied in the Second Amended Plan. As part of the JSN Settlement, holders of Junior Secured Notes Claims were given an opportunity to vote in favor of the Second Amended Plan and, as a result, be treated as a “Consenting JSN” for purposes of the Second Amended Plan.

4. Subsequent to the filing of the Second Amended Plan, a *Notice of Proposed Resolution of Litigation Regarding Junior Secured Notes Claims and Opportunity to Change Votes with Respect to Second Amended Plan* [Docket No. 5998] (the “JSN Change Vote Notice”) was filed and transmitted to affected holders of Claims through the Depository Trust Company and Kurtzman Carson Consultants, LLC (“KCC”), the Debtors’ claims and solicitation agent. Page 2 of the JSN Change Vote Notice provides as follows: “(i) if you are a Junior Secured Noteholder and also a member of the Ad Hoc Group and wish to change a previously submitted ballot rejecting the Plan to accept the Second Amended Plan, please contact Dennis C. O’Donnell, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (dodonnell@milbank.com), to provide the requisite authorization; and (ii) if you are a Junior Secured Noteholder and not a member of the Ad Hoc Group, please contact counsel for the Debtors, Daniel J. Harris, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, New York 10104-0050 (dharris@mofo.com) to provide the requisite

authorization, in each case as soon as practicable, but in no event later than the Confirmation Date.”

5. Following service of the JSN Change Vote Notice, three entities that are not part of the Ad Hoc Group contacted Daniel Harris by email and advised of their election to change the votes of certain of their managed funds from rejecting to accepting.² Based on information provided by KCC, I am advised that these three entities held, in the aggregate, approximately \$1,027,604,538 of Junior Secured Notes Claims as of the Voting Record Date.³

6. As set forth in the *Declaration of Gerard Uzzi in Connection with Changed Votes of Certain Members of Ad Hoc Group of Junior Secured Noteholders on Plan Proponents' Second Amended Chapter 11 Plan* [Docket No. 6058], annexed hereto as Exhibit A (the “Uzzi Declaration”), Mr. Uzzi and his colleagues at Milbank Tweed Hadley & McCloy LLP received confirmation that each member of the Ad Hoc Group has either elected or caused its managed fund to elect to change their votes on the Second Amended Plan from rejecting to accepting.⁴

7. Based on information provided by KCC, I am advised that the members of the Ad Hoc Group or their managed funds that voted in favor of the Second Amended Plan held as of the Voting Record Date, in the aggregate, approximately \$1,071,793,656 of Junior Secured Notes Claims. When taking into account the prior accepting votes of Junior Secured

² A list of those entities or funds that confirmed in writing to M&F and KCC of their election to change their votes on the Second Amended Plan from rejecting to accepting is annexed hereto as Schedule 1.

³ As set forth in the *Order (I) Approving Disclosure Statement, (II) Establishing Procedures For Solicitation and Tabulation of Votes to Accept or Reject the Plan Proponents' Joint Chapter 11 Plan, (III) Approving the Form of Ballots, (IV) Scheduling a Hearing on Confirmation of the Plan, (V) Approving Procedures for Notice of the Confirmation Hearing and For Filing Objections to Confirmation of the Plan, and (VI) Granting Related Relief* [Docket No. 4809] (the “Disclosure Statement Order”) the Voting Record Date was August 16, 2013.

⁴ After reviewing the holdings information and voting results for funds managed by certain members of the Ad Hoc Group on an entity-by-entity basis, it became apparent that certain votes submitted by such managed funds were not properly tabulated on the master ballots by the nominees through whom such parties voted. In accordance with the JSN Change Vote Notice and paragraph 48 of the Disclosure Statement Order, as applicable, the Plan Proponents have agreed to accept the changed votes received from such entities as initial votes to accept the Second Amended Plan.

Noteholders, approximately \$2,109,142,830 of Junior Secured Notes Claims voted in favor of the Second Amended Plan, which represents 100% of voting Junior Secured Noteholders and approximately 95% of all Junior Secured Notes Claims.

8. Following receipt of the necessary information required to re-tabulate the votes in the Junior Secured Notes classes, my colleagues at M&F and I worked with KCC to prepare a revised voting analysis with respect each sub-Class entitled to vote on the Second Amended Plan in Classes R-3, RS-3, and GS-3. Annexed as Exhibit B is a revised voting analysis with respect each sub-Class within Classes R-3, RS-3, and GS-3.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: December 10, 2013
New York, New York

/s/ Lorenzo Marinuzzi
Lorenzo Marinuzzi